

P94000035854

LEONARD SMITH, P.L.

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*Leonard Smith\**

LLM Tax

January 7, 2000

*Michael Raiken*  
Attorney at Law

*Cindy Gash*  
Administrator  
Legal Assistant

*Dana Basel*  
Legal Assistant

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100003093771--7  
-01/10/00--01128--001  
\*\*\*\*\*68.75 \*\*\*\*\*68.75

TITLE DIVISION

Re: Optima Technologies, LLC

*Kristen Powell*  
Closing Specialist

Dear Sir/Madam:

Enclosed for filing are the Articles of Merger and Plan of Merger, along with a check in the amount of \$68.75 covering your fee for same.

Thank you.

Sincerely,

*Dana M. Basel*  
Dana M. Basel  
Legal Assistant  
LEONARD SMITH, P.L.

FILED  
00 JAN 10 PM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*mntn*  
*7/12*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

OPTIMA TECHNOLOGIES, L.L.C. A NEVADA LIMITED LIABILITY COMPANY

,

INTO

**SUPERIOR IMAGING PRODUCTS, INC.**, a Florida entity, P94000035854.

File date: January 10, 2000

Corporate Specialist: Michael Mays

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statute

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Optima Technologies, L.L.C. 6041 Siesta Lane New Port Richey, Florida 34668 Florida Document/Registration Number: N/A	Nevada	Limited Liability Company  FEI Number: 59-3610810
2. Superior Imaging Products, Inc. 6041 Siesta Lane New Port Richey, Florida 34668 Florida Document/Registration Number: P94000035854	Florida	Corporation  FEI Number: 59-3283211

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Optima Technologies, L.L.C. 6041 Siesta Lane New Port Richey, Florida 34668 Florida Document/Registration Number: N/A	Nevada	Limited Liability Company  FEI Number: 59-3610810

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607.617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each corporation, partnership, limited partnership and/or limited liability Company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.


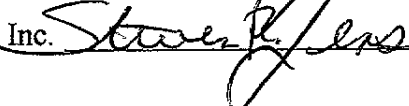
**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2) and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:  
The date the Articles of Merger are filed with Florida Department of State.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Optima Technologies, L.L.C.		Steven R. Jensen, Member
Superior Imaging Technologies, Inc.		Steven R. Jensen, President

FILED  
00 JAN 18 PM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# PLAN OF MERGER

Plan of merger dated December 15, 1999, between **OPTIMA TECHNOLOGIES, L.L.C.**, hereafter called the surviving entity, and **SUPERIOR IMAGING PRODUCTS, INC.**, hereafter called the absorbed entity.

## STIPULATIONS

- A. **OPTIMA TECHNOLOGIES, L.L.C.** is a limited liability company organized and existing under the laws of the State of Nevada, with its principal office at 6041 SIESTA LANE, NEW PORT RICHEY, FLORIDA and is qualified to transact business as a foreign entity in the State of Florida.
- B. **SUPERIOR IMAGING PRODUCTS, INC.** is a corporation organized and existing under the laws of the State of Florida with its principal office at 6041 SIESTA LANE, NEW PORT RICH, FLORIDA.
- C. The boards of directors and/or managers of the constituent entities deem it desirable and in the best business interests of the entities and their shareholders or members that **SUPERIOR IMAGING PRODUCTS, INC.** be merged into **OPTIMA TECHNOLOGIES, L.L.C.** pursuant to the provisions of the Nevada Revised Statutes and the Delaware Code in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

**Section One. Merger.** **SUPERIOR IMAGING PRODUCTS, INC.** shall merge with and into **OPTIMA TECHNOLOGIES, L.L.C.**, which shall be the surviving entity.

**Section Two. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed entity shall cease, and the surviving entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed entity, without the necessity for any separate transfer. The surviving entity shall thereafter be responsible and liable for all liabilities and obligations of the absorbed entity, and neither the rights of creditors nor any liens on the property of the absorbed entity shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the absorbed entity into membership units of the surviving entity is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of SUPERIOR IMAGING PRODUCTS, INC. issued and outstanding on the effective date of the merger shall be converted into OPTIMA TECHNOLOGIES, L.L.C. membership units, as set forth in Schedule "A", incorporated by reference, which membership units of the surviving entity shall thereupon be issued and outstanding.

(b) Each option for common stock of SUPERIOR IMAGING PRODUCTS, INC. issued and outstanding on the effective date of the merger shall be converted into OPTIMA TECHNOLOGIES, L.L.C. options for non-managing membership units, as set forth in Schedule "A", incorporated by reference, which options for non-managing membership units of the surviving entity shall thereupon be issued and outstanding.

(c) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed entity shall surrender them to the surviving entity or its duly appointed agent, in such manner as the surviving entity shall legally require. On receipt of such share certificates, the surviving entity shall issue and exchange therefor certificates for units of membership interest in the surviving entity, representing the number of units of such membership interest to which such holder is entitled as provided above.

**Section Four. Changes in Articles of Organization.** The articles of organization of the surviving entity OPTIMA TECHNOLOGIES, L.L.C. shall continue to be its articles of organization following the effective date of the merger.

**Section Five. Changes in Operating Agreement.** The Operating Agreement of the surviving entity, OPTIMA TECHNOLOGIES, L.L.C. shall continue to be its Operating Agreement following the effective date of the merger.

**Section Six. Manager name and address:**

Ross Jensen  
9799 Marino Drive  
Cincinnati, Ohio 45251

**Section Seven. Managing Members and Officers.** The managing members and officers of the surviving entity OPTIMA TECHNOLOGIES, L.L.C., on the effective date of the merger shall continue as the managing members and officers of the surviving entity for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Eight. Prohibited Transactions.** Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving entities may take all action necessary or appropriate under the laws of the State of Nevada and the State of Florida to consummate this merger.

**Section Nine. Approval by Shareholders and Members.** This plan of merger shall be submitted for the approval of the shareholders and members of the constituent entities in the manner provided by the applicable laws of the State of Nevada and the State of Florida.

**Section Ten. Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Nevada Secretary of State.

**Section Eleven. Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors or members of either the surviving or absorbed entity at any time prior to the effective date on the happening of either of the following events:

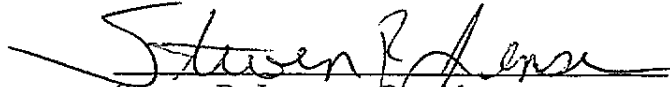
- (a) If the merger is not approved by the shareholders or members of either the surviving or the absorbed entity; or
- (b) If, in the judgment of the managers and/or board of directors of either the surviving or absorbed entity, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Nevada or the laws of the State of Florida.

**Section Twelve. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their entity seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

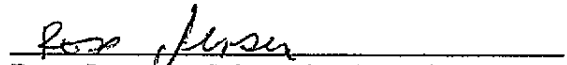
Superior Imaging Products, Inc.:

  
Steven R. Jensen – President

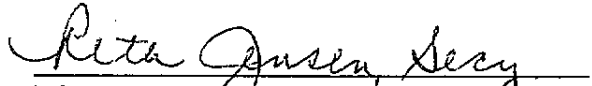
Attest:

  
Rita Jensen – Secretary

Optima Technologies, L.L.C.:

  
Ross Jensen – Managing Member

Attest:

  
Rita Jensen – Secretary

FILED  
00 JAN 10 PM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



## SCHEDULE "A" CONVERSION OF SHARES

	<u>SUPERIOR IMAGING PRODUCTS, INC.</u>	<u>OPTIMA TECHNOLOGIES, L.L.C.</u>
ROSS JENSEN	100 SHARES	13,255 MEMBERSHIP UNITS
STEVEN JENSEN	60 OPTIONS	31,327.80 NON-MANAGING MEMBERSHIP UNIT OPTIONS
RITA JENSEN	60 OPTIONS	31,327.80 NON-MANAGING MEMBERSHIP UNIT OPTIONS

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